

27 of }
-203

375793

Form No. 41.

THE COMPANIES ACT, 1929.

REGISTERED
27 AUG 1942



A 6s.
Companies'
Registration
Fee Stamp
must be
impressed
here.

**DECLARATION of Compliance with the requirements of the
Companies Act, 1929, on application for registration of a Company.**

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

REGISTERED PRODUCTS

LIMITED.

ated by

MCKENNA & CO.,

14, Waterloo Place,

Pall Mall, S.W.1.

The Solicitors' Law Stationery Society, Limited,
Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,
Hanover Street, W.1, 77 Colmore Row, Birmingham, 3, 19 & 21 North John Street, Liverpool, 2,
5 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

J. WINTERICE AND ROSE, STATUTORY GUARANTY

of 14, Waterloo Place, Pall Mall, London, S.W.1.

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland
"an Enrolled Law
"Agent") "engaged
"in the formation."
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary."

Do solemnly and sincerely declare that I am (a) a Solicitor of
the Supreme Court engaged in the formation of

of

Pretested Products

Limited, and that all the requirements of the Companies Act, 1929,
in respect of matters precedent to the registration of the said
Company and incidental thereto have been complied with, and I make
this solemn Declaration conscientiously believing the same to be true
and by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at 14, Waterloo Place,
Pall Mall, London, S.W.1.

the 21st day of August 1942.

J.R. Carter

Before me,

A.G. Hagley

A Commissioner for Oaths. [or a Notary Public or
Justice of the Peace.]

This margin reserved for binding and should not be written across.

Number of
Company }

375793

Form No. 25.

THE STAMP ACT 1891.

(54 & 55 VICT., CH. 39.)



COMPANY LIMITED BY SHARES.

Statement of the Nominal Capital

OF

PRETESTED PRODUCTS

REGISTERED
27 AUG 1942

LIMITED.

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1932.

NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

Presented by

MCKENNA & CO.,

14, Waterloo Place, Pall Mall, S.W.1.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED,
22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,
15 Hanover Street, W.1, 77 Colmore Row, Birmingham, 3, 19 & 21 North John Street, Liverpool, 2,
5 St. James's Square, Manchester, 2, 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form 6.



THE NOMINAL CAPITAL

OF

PRETESTED PRODUCTS

, Limited.

is £ 1,000, divided into 1,000

Shares of £1 each.

*Signature

McGenna

Description Solicitors engaged in the formation of the Company.

Dated the 21st day of August 1942

* This Statement should be signed by an Officer of the Company.

375793



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THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

REGISTERED

27 AUG 1942

Memorandum of Association
OF
Pretested Products Limited.

1. The name of the Company is "PRETESTED PRODUCTS LIMITED."

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:—

(A) To carry on all or any of the businesses of pharmaceutical, manufacturing, wholesale and retail, consulting and analytical and general chemists and druggists and chemists' sundriesmen, and surgical instrument makers and dealers, drysalters and colourmen, importers and exporters and manufacturers of and dealers in all kinds of merchandise, drugs and chemicals of all kinds, pharmaceutical, medicinal, chemical, industrial and other preparations, articles and compounds, cements, oils, paints, pigments, drug, dyeware; and also the businesses of makers, manufacturers, buyers and sellers of and dealers in all kinds of medicines, medical preparations and foods, proprietary articles of all kinds, and toilet preparations, soaps, powders, pastes and perfumes, laboratory re-agents, and electrical, surgical, chemical, photographic, surgical, hospital and scientific furniture, equipment, apparatus and materials of every description.



- (B) To carry on the businesses of assayers, rectifiers, drysalters, oil refiners, manufacturers of and retailers and dealers in essences and distillers of essential oils, perfumers, soap and cosmetics and manufacturers of ingredients for aerated mineral and artificial waters and other drinks and of artificial products for flavouring and perfumery and all raw materials for the same.
- (C) To act as analytical and consulting chemists and to undertake analytical and chemical research work of any kind and research work in connection with any trade, business or profession whatsoever, whether hereinbefore mentioned or not.
- (D) To carry on business as factors, general merchants and dealers, storekeepers, wholesale and retail traders, carriers, commission agents, estate and property agents, valuers, auctioneers, warehousemen, advertising agents, brokers and factors, and as exporters and importers of and dealers in every description of goods, wares and merchandise.
- (E) To carry on the business of manufacturers of all kinds of apparatus, appliances, plant and material employed in the Company's business, and to sell, dispose of and use the same for the purposes of the business of the Company.
- (F) To buy, sell, repair and deal in apparatus, machinery, materials and articles of the kinds which shall be capable of being used in connection with any business herein mentioned or likely to be required by customers of any such business.
- (G) To carry on any business whatsoever which may seem to the Company capable of being conveniently carried on by the Company in connection with any business which the Company is authorised to carry on or calculated directly or indirectly to enhance the value of any of the Company's property and rights for the time being.
- (H) To purchase, take on lease or in exchange, hire, renew, or otherwise acquire and hold for any estate or interest, and to let or sub-let in whole or in part, any lands, buildings, machinery, easements, rights, privileges,

plant, stock-in-trade or other property of any kind and to erect, construct, lay down, enlarge, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business.

- (I) To apply for, obtain, purchase or otherwise acquire any trade secrets, processes, inventions, trade marks, copyrights, patterns, designs, patents, licences and like rights which may seem capable of being used in connection with any business which the Company is authorised to carry on or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise or develop the same and grant licences in respect thereof.
- (J) To acquire and hold stocks, shares, debentures, debenture stock, bonds, obligations or securities issued by any company carrying on or intended to carry on any business which the Company is authorised to carry on.
- (K) To borrow and raise money for the purpose of the Company's business, and to mortgage and charge the undertaking and all or any of the real and personal property, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, or for such consideration as may be thought fit, debentures, mortgage debentures and debenture stock, payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance, and to purchase, redeem or pay off any such securities.
- (L) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company.
- (M) To receive money, valuables and securities of all kinds for safe custody or on deposit or loan upon such terms as the Company may approve, and to guarantee the debts and contracts of customers and others.

- (N) To lend money and to make advances to customers and others with or without security and upon such terms as the Company may approve and generally to act as bankers for customers and others.
- (O) To establish and support, or to aid in the establishment and support of associations, institutions, funds, trusts, clubs and conveniences calculated to benefit present or former employees or officers (including directors) of the Company, or of any of its predecessors in business, or the dependents or connections of such persons, and to grant pensions and allowances to, and to make payments towards insurance for any such persons, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object.
- (P) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital, or any debentures or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (Q) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange and other negotiable instruments.
- (R) To invest and deal with the moneys of the Company not immediately required in or upon such securities and in such manner as may from time to time be determined.
- (S) To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (T) To accept payment for any property or rights sold, or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully

or partly paid up shares of any company or corporation, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage, or by debentures or mortgage debentures or debenture stock of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (v) To enter into partnership or any joint purse arrangement or any arrangement for sharing profits, union of interests or co-operation with any company, firm, or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold shares, stock or securities of any such company.
- (v) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold shares, stock or securities of and guarantee the payment of any securities issued by or any other obligation of any such company.
- (w) To acquire and carry on all or any part of the business or property, and to undertake any liabilities of any person, firm, association or company possessed of property suitable for any of the purposes of the Company, or carrying on any business which the Company is authorised to carry on and upon any terms and for any consideration, and in particular for cash, or in consideration of the issue of shares, stocks or obligations of the Company.
- (x) To sell, lease, improve, manage, develop, turn to account, and in any other manner deal with or dispose of the undertaking and all or any of the property for the time being of the Company for such consideration as the Company may think fit, to be satisfied in instalments or otherwise and in particular for shares, stock, debentures, debenture stock or other securities of or interest in any other company.

- (x) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid up shares or otherwise) of all the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (z) To compensate for loss of office, any Directors or other officers of the Company and to make payments to any persons whose office employment or duties may be terminated by virtue of any transaction in which the Company is engaged.
- (AA) To procure the Company to be registered or recognised in any country or place in any part of the world.
- (BB) To take such steps or proceedings and to make such applications in or before Parliament, or in or before any national, parochial, municipal or other authority in any place in which the Company may have interests for the purpose of furthering the interests of the Company or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to oppose any such steps, proceedings, or applications taken or made by any other company, firm or person which may be deemed likely, directly or indirectly, to prejudice the Company's interests.
- (CC) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of this Company, and any company promoted by this Company, and the issue of the capital of this and any such other company, and of and incidental to the negotiations between the promoters preliminary to the formation of this Company, and also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by this Company of any property or assets, and of and

incidental to the accomplishment of all or any formalities which this Company may think necessary or proper in connection with any of the matters aforesaid.

(DD) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(EE) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise, and to do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the word "Company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and the intention is that the objects specified in each paragraph of this clause shall, except if at all where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £1,000 divided into 1,000 shares of £1 each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
Alice. Bennett 74, Tanfield Road, Broydon Surrey. Solicitor Clerk	One
Annie Jones (born as the Miss Rosa Ann Middleton Widow's Woman.	One

Dated this 21st day of August, 1942.

Witness to the above Signatures:—

E. R. Heymer.
34 Stoolley Avenue,
Highams Park.
E. H.

Solicitor Clerk

375793/4



THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

REGISTERED

27 AUG 1942

Articles of Association
OF
Pretested Products Limited.

PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained in Table A in the First Schedule to the Companies Act, 1929 (hereinafter referred to as "Table A"), shall apply to the Company.

2. Clauses 7, 11, 19, 45, 47, 48, 50, 64, 65, 66, 69, 72, 82, 101 and 104 of Table A shall not apply to the Company, but the clauses hereinafter contained and the remaining clauses of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

PRIVATE COMPANY.

3. The Company is a "Private Company" within the meaning of Section 26 of the Companies Act, 1929, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) the number of the members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be members of the Company) shall be limited to

fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.

4. In Clause 2 of Table A the words "Extraordinary Resolution" shall be substituted for the words "Special Resolution."

SHARES.

5. The shares shall be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject always to Clause 3 hereof, and provided that no shares shall be issued at a discount, except as provided by the Companies Act, 1929, Section 47.

6. The Company or the Directors on its behalf may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, provided that the commission does not exceed 10 per cent. of the price at which such shares are issued, or an amount equivalent thereto, and such commission may be paid, in whole or in part, in cash or fully or partly paid shares of the Company, as may be arranged. The statement required by Section 43 of the Companies Act, 1929, to be filed shall be duly filed, and Section 42 of the same Act shall where necessary be duly complied with, and the amount of any such commission shall be stated in the balance sheets and annual returns of the Company as required by Sections 44 and 108 of the same Act.

7. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or (except only as by these presents otherwise expressly provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

LIEN.

8. The Company shall have a first and paramount lien and charge on all the shares registered in the name of a Member (whether solely or jointly with others) for all moneys due to the Company from him or his estate, either alone or jointly with any other person, whether a Member or not. The registration of a transfer of shares shall operate as a waiver of the Company's lien (if any) on such shares. The Company's lien (if any) on a share shall extend to all dividends and other moneys payable in respect thereof.

CALLS ON SHARES.

9. The Directors may from time to time make calls upon the Members in respect of any moneys unpaid on their shares; and each Member shall (subject to receiving at least fourteen days' notice specifying the time or times of payment) pay to the Company, at the time or times so specified, the amount called on his shares.

TRANSFER OF SHARES.

10. No transfer of any share in the capital of the Company to any person not already a member of the Company shall be made or registered without the previous sanction of the Directors, who may, without assigning any reason, decline to give any such sanction and shall so decline in the case of any transfer the registration of which would involve a contravention of Clause 3 hereof. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year.

11. The Directors may decline to register any instrument of transfer unless (A) such fee, not exceeding two shillings and sixpence, as the Directors may from time to time determine, is paid to the Company in respect thereof, and (B) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The Directors may decline to register any transfer of any shares on which the Company has a lien. If the Directors refuse to

register a transfer of any shares, they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal, as required by Section 66 of the Companies Act, 1929.

PROCEEDINGS AT GENERAL MEETINGS.

12. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members personally present shall be a quorum.

13. The Chairman of the Board of Directors shall preside at every General Meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the Chair, they shall choose some member present to be Chairman of the meeting.

14. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least two members or by the holder or holders present in person or by proxy of at least one-tenth part of the issued share capital of the Company entitled to be represented at the meeting and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

15. A resolution in writing signed by every member of the Company shall have the same effect and validity as an ordinary resolution of the Company passed in General Meeting duly convened and constituted, but this provision shall not apply to a resolution for winding up the Company or to a resolution passed in respect of any matter which by Statute or these presents is required to be dealt with in General Meeting of the Company.

DIRECTORS.

16. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The first Directors shall be appointed by the subscribers of the Memorandum of Association. A Director shall not require any qualification.

17. The Directors shall be paid out of the funds of the Company all their travelling and other expenses properly and necessarily expended by them in or about the performance of their duties as Directors, and the Directors shall be entitled to be paid out of the funds of the Company as remuneration for their services such sums as the Company may in General Meeting determine.

POWERS AND DUTIES OF DIRECTORS.

18. The words "unless otherwise provided by the terms of appointment" shall be added at the end of Clause 68 of Table A, and the last sentence of Clause 70 of Table A shall be deemed to be excluded.

DISQUALIFICATION OF DIRECTORS.

19. The office of a Director shall be vacated :—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors, and they pass a resolution that he has by reason of such absence vacated office.
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of the Companies Act, 1929, Section 217 or Section 275.
- (5) If he is found lunatic or becomes of unsound mind.

20. A Director may hold any other office or place of profit under the Company, except that of Auditor, upon such terms as to remuneration, tenure of office and otherwise as may be determined by the Board.

21. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director, subject nevertheless to the provision that he shall declare the nature of his interest in any contract or proposed contract in which he is interested in manner required by Section 149 of the Companies Act, 1929, but such declaration shall not be necessary where the Board is already aware of the interest of such Director, and subject to such declaration being made a Director may vote as a Director in respect of any such contract or proposed contract in which he is so interested as aforesaid and his vote shall be valid. A general notice that a Director is a member of any specified firm or company, and is to be regarded as interested in any subsequent transaction with such firm or company shall be a sufficient disclosure under this clause, and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such firm or company.

MANAGING DIRECTORS.

22. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Joint Managing Director or Technical or Financial Director for such period, upon such conditions, with such powers, and at such remuneration (whether by way of salary, or commission, or participation in profits, or partly in one way and partly in another), as they may think fit. The appointment of a Managing, Technical or Financial Director shall be subject to determination *ipso facto* if he ceases from any cause to be a Director, or (subject to the terms of any contract between him and the Company) if the Directors resolve that his tenure of the office of Managing, Technical or Financial Director be determined.

PROCEEDINGS OF DIRECTORS.

23. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.

24. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

ALTERNATE DIRECTORS.

25. (1) The Board of Directors shall at the request of a Director appoint any person approved by the Board to be an alternate Director to represent such Director and such appointment shall have effect and such appointee while he holds office as an alternate Director shall be entitled to notice of meetings of the Board and, in the absence of the Director whom he represents, to attend and vote thereat accordingly, but he shall not require any qualification, and he shall *ipso facto* vacate office if and when the Director whom he represents vacates office as a Director, or the alternate Director is removed from office at the request of the Director whom he represents, and any appointment or removal under this article shall be effected by the Board upon the request in writing to the Company under the hand of the Director whom the alternate Director is to represent or represents.

(2) Every person acting as an alternate Director shall be an officer of the Company and he shall not be deemed to be the agent of the Director whom he represents. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director whom he represents, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director whom he represents.

(3) A person may act as alternate Director to represent more than one Director and a Director may be appointed to be also an alternate Director, and an alternate Director shall be entitled at meetings of the Board to one vote for every Director whom he represents in addition to his own vote as Director if he is a Director in his own right.

DIVIDENDS.

26. The Directors may from time to time pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company according to the estimate formed by them thereof.

CAPITALISATION OF RESERVES, Etc.

27. The Company in General Meeting may at any time and from time to time pass a resolution that any sum not required for the payment or provision of any fixed preferential dividend, and (A) for the time being standing to the credit of any reserve fund or reserve account of the Company, including premiums received on the issue of any shares, debentures or debenture stock of the Company, or (B) being undivided net profits in the hands of the Company, be capitalised, and that such sum be set free for distribution, and be appropriated as capital to and amongst the holders of the ordinary shares in the proportions in which they would have been entitled thereto if the same had been distributed by way of dividend on the Ordinary Shares and in such manner as the resolution may direct, and such resolution shall be effective; and the Directors shall in accordance with such resolution apply such sum in paying up in full any unissued shares in the capital of the Company on behalf of the ordinary shareholders aforesaid, and appropriate such shares and distribute the same credited as fully paid up amongst such shareholders in the proportions aforesaid in satisfaction of their shares and interest in the same capitalised sum, or shall apply such sum or any part thereof on behalf of the shareholders aforesaid in paying up the whole or part of any uncalled balance which shall for the time being be unpaid in respect of any issued Ordinary Shares held by such shareholders, or otherwise deal with such sum as directed by such resolution. Where any difficulty arises in respect of any such distribution, the Directors may settle the same as they think expedient, and in particular they may issue fractional certificates, fix the value for distribution of any fully paid-up shares, make cash payments to any shareholders on the footing of the value so fixed in order to adjust rights, and vest any such shares in trustees upon such trusts for the persons entitled to share in the appropriation and distribution as may seem just and expedient to the Directors. When deemed requisite a proper contract for the allotment and acceptance of the shares to be distributed as aforesaid shall be filed in accordance with Section 42 of the Companies Act, 1929, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to share in the appropriation and distribution, and such appointment shall be effective.

SECRETARY.

28. The first Secretary of the Company shall be appointed by the Directors who may from time to time or at any time appoint a person to act temporarily as substitute for the Secretary for the time being of the Company, and any person so appointed shall, while so acting, be deemed for all purposes to be the Secretary of the Company.

NOTICES.

29. Any notice by the Company, if served by post, shall be deemed to have been served at the time when the prepaid letter, envelope or wrapper containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed, prepaid and put into the post, and Article 103 of Table A shall be altered accordingly.

30. If a Member has no registered address in the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, a notice addressed to him and posted up in the registered office of the Company shall be deemed to be duly served on him on the day it is so posted up.

WINDING UP.

31. In a winding up the Liquidators may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is proposed to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed pursuant to Section 234 of the Companies Act, 1929.

INDEMNITY.

32. Save and except so far as the provisions of this Article shall be avoided by any provisions of the Statutes the Directors, Managing Directors, Agents, Auditors, Secretary and other officers for the time

being of the Company and the Trustees (if any) for the time being acting in relation to any of the affairs of the Company and every of them and every of their Executors and Administrators, shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them or for joining in any receipt for the sake of conformity or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody or for the insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out or invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Alice Bennett
74. Tanglefield Road.
Weybridge
Surrey.
Solicitor's clerk

Frederic Francis Gibson.
40 The Drive
Folkestone
Kent
Frederic Gibson.

Dated this 21st day of August, 1942.

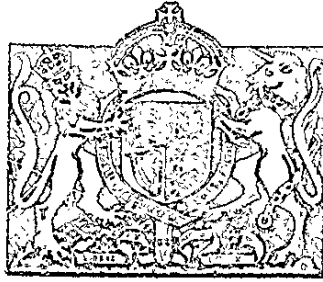
Witness to the above Signatures:—

C. R. Heymer.
34 Stuckey Avenue,
Highams Park.
E. H.

Solicitor's Clerk.

DUPLICATE FOR THE FILE.

No. 375793



Certificate of Incorporation

I Hereby Certify, That

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at ^{London} ~~London~~ this ~~twenty-seventh~~ ^{twenty-seventh} day of ~~August~~ ^{August} One Thousand Nine Hundred and ~~forty-two~~ ^{forty-two}.

R. H. P. H. H.
Registrar of Companies.

Certificate
received by

Samuel Beattie

for Waterlous & Son Ltd

Date *Aug 27th 1942*